



Comptroller of the Currency
Administrator of National Banks

Western District Office
1225 17th Street, Suite 300
Denver, Colorado 80202

**Conditional Approval #620
February 2004**

January 22, 2004 (Amended)

Ralph E. Mires
Director
RSM McGaldrey, Inc.
4600 Madison Ave., Suite 700
Kansas City, Kansas 64112

Re: 2003-WE-02-00017 and 018 – First National Bank of Tribune
Tribune, Kansas

Dear Mr. Mires:

This letter has been amended and should replace our original letter dated January 22, 2004.

This is to inform you that the Office of the Comptroller of the Currency (OCC) has conditionally approved the proposal of ColoEast Bankshares, Inc., Lamar, Colorado to merge First National Bank of Tribune, Tribune, Kansas with and into New Tribune Bank, N.A., Tribune, Kansas under the title of First National Bank of Tribune (FNB). The OCC also has conditionally approved the proposal of First National Bank of Tribune to purchase certain assets and assume certain liabilities (Elkhart, Kansas branch) of Gold Bank, Hennessey, Oklahoma. This conditional approval is based on a thorough review of all information available, including the representations and commitments made in the application and the merger agreement, and by the bank's representatives.

This approval is subject to a special pre-acquisition requirement that ColoEast Bankshares, Inc., shall cause the capital level of FNB to be increased in an amount sufficient so that the leverage capital ratio will be at a minimum of 6% following consummation.

Prior to consummation, FNB shall submit evidence of the capital injection and a projection of the bank's capital ratios following consummation to Assistant Deputy Comptroller Karen Boehler in the OCC's Denver Field Office for review and receive the OCC's written non-objection.

This conditional approval is also subject to the following "conditions imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. § 1818. As such, these conditions are enforceable under 12 U.S.C. § 1818. The condition is:

Ralph E. Mires
January 22, 2004
Page 2

- The Board of Directors of FNB shall ensure that the leverage capital ratio is maintained at no less than 6%.

You must complete all steps required to form the interim bank. If the transaction is not consummated within one year from this date, the approval shall automatically terminate unless the OCC has granted an extension.

The district office should be advised in writing at least 10 days in advance of the desired effective date for the transaction, so that the OCC may issue the necessary certification letter.

We will not issue a letter certifying consummation of the transaction until we have received:

1. A Secretary's Certificate for each applicant institution, certifying that a majority of the board of directors has agreed to the proposed merger, and
2. An executed merger agreement.

This approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

If you have any questions, please contact Licensing Analyst Louis Gittleman at (720) 475-7652.

Sincerely,

-signed-

Ellen Tanner Shepherd
Licensing Manager